



Power of Attorney: Authorization and Instruction

of the Proxy of Demag Cranes AG in respect of the General Meeting to be held on 2 March 2010.

Please complete the form (in text form) and send same **together with the admission ticket** to the address specified below by 26 February 2010, 24.00 hrs CET (time of receipt) at the latest.

Demag Cranes AG, Investor Relations, Forststraße 16, 40597 Düsseldorf, Germany
or by telefax to: +49 (0) 211 7102-1215, or by e-mail to: IR@demagcranes-ag.com

Please read the notes to the proxy authorization on page 2.

If you are unable to attend the General Meeting yourself and do not wish to authorize a third party to attend the General Meeting in person, you are hereby offered the opportunity of authorizing the Proxy of the Company.

Power of Attorney

I/We
(Last name, first name of the person issuing the power of attorney)

hereby authorize the Proxy of Demag Cranes AG, Ms. Susanne-Christina Tengler, Düsseldorf, Germany, with the right to subdelegate, to represent me/us at the General Meeting on 2 March 2010 and to exercise the voting right attached to the shares in accordance with admission ticket no. on my/our behalf according to my/our instructions set out below.

Instructions

Please provide an instruction in respect of each of the following items on the agenda. In each instance, your instructions relate to the resolution proposal as published in the electronic Federal Gazette (*elektronischer Bundesanzeiger*).

Agenda Items	Yes	No	Abstain
2 Disposition of unappropriated net income	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Formal approval of the acts of the Management Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Formal approval of the acts of the Supervisory Board members.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Appointment of the auditor for the annual financial statements and the consolidated financial statements for the financial year 2009/2010.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Amendments to the Articles of Association			
a) Section 15 (2) of the Articles of Association (convening notice period)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Section 16 (1) of the Articles of Association (registration)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Section 16 (2) of the Articles of Association (proof of shareholdings)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Section 17 (2) of the Articles of Association (voting right proxy)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Insertion of a new Section 17 (3) of the Articles of Association (voting in absentia)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Authorization to issue convertible bonds and/or warrant-linked bonds, also with the exclusion of a subscription right; creation of contingent capital; supplementation of Section 4 of the Articles of Association.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Counter-motions or proposals for election by shareholders, if any, regarding the agenda, which have to be made available, will be published without undue delay on the internet under www.demagcranes-ag.de. If you have authorized the Proxy as aforesaid, you can support any counter-motions which are exclusively aimed at rejecting proposals from the management by instructing the Proxy to vote "No" on the respective agenda item. On the internet site, the counter-motions or proposals for election, which are aimed at obtaining a different resolution as to contents, will be assigned a specific letter. If you wish to support in a vote such counter-motions or proposals for election to which a letter has been assigned, please tick "Yes" in the box below corresponding to the letter of the counter-motion or proposal for election and your special instruction; otherwise please tick the respective box for "No" or for "Abstain".

Letters assigned to the Counter-Motion/ Proposal for election	Yes	No	Abstain
A.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
C.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

.....
Place, Date (Please mark the end of such authorization (i.e., by insertion of date, signature, by replication of the personal signature or otherwise))



Notes to Proxy Authorization

Power of Attorney: Authorization and Instruction of the Proxy of the Company

If you are unable to attend the General Meeting yourself and do not authorize a third party to attend the General Meeting in person, you are hereby offered the opportunity of authorizing the Proxy of the Company. You may authorize the Proxy and issue instructions to same on page one hereof.

Please note that your authorization of the Proxy and the instructions for the exercise of the voting right are only valid if you have registered in due time providing proof of your shareholding, and if the admission ticket in respect of your shares has been issued in your name.

Please send your admission ticket and the completed Proxy authorization and instruction form to the following address by 26 February 2010, 24.00 hrs CET (time of receipt) at the latest:

Demag Cranes AG, Investor Relations, Forststraße 16, 40597 Düsseldorf, Germany
or by telefax to: +49 (0) 211 7102-1215, or by e-mail to: IR@demagcranes-ag.com

The Proxy of the Company is obligated to vote only in accordance with the express instructions given in respect of the various items on the agenda. Without such express instructions, the voting right is not represented. For the granting of the power of attorney, only the Proxy authorization and instruction form which is set out on page one may be used.

You have the right to personally attend the General Meeting even after you have issued an authorization to the Proxy of the Company. If you or your representative register personally for admission to the General Meeting, this will be deemed a revocation of the authorization and instructions issued to the Proxy.

Motions of shareholders (counter-motions) which have to be made available can be accessed by you via the internet site of the Company under http://www.demagcranes-ag.de/en/Investor_Relations/Annual_General_Meeting/Annual_General_Meeting_2010.jsp. Any comments of the management will also be posted at the above website.

You may support a counter-motion which is exclusively aimed at rejecting the respective proposal by the management by instructing the Proxy to vote against the management proposal.

Please note that the Proxy of the Company is appointed to exercise the voting right exclusively in accordance with the instructions given. The Proxy is not available for the exercise of any other shareholder rights such as the asking of questions, the making of applications or the issuing of statements. The Proxy is not authorized to participate in a vote on further counter-motions raised or other motions made during the General Meeting. In such cases, the Proxy will abstain from voting. If you wish to exercise your shareholder rights beyond the scope described above, your voting right must be exercised either by you personally or by a third party authorized by you.